

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	December 20, 2021 (Monday) 14:02 – 14:57 (UTC+8)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	<p>Satish BABU Nicole CHAN Edmon CHUNG Maureen HILYARD Freda CHEUNG (DotAsia Team)</p> <p>Apologies: Santanu ACHARYA Kashif ADEEL</p> <p>Absent: Andi BUDIMANSYAH Billy CHEON Joel DISINI</p>

No.	Action Items:	Owner	Remarks
G2021.04.A01	Propose draft introduction on the purpose and objective of the amendment of DotAsia M&A to BGC for consideration.	Edmon CHUNG	In progress. Refer to Discussion Item 6.
G2021.08.A03	Seek legal advice and make recommendation to the Board on taking action to remove Board members who continue to miss Board meetings over an extended period of time.	Edmon CHUNG	Awaiting legal advice.
G2021.11.A02	Have BGC start the discussion on details of the definition and the role of an Observer Member at Dec BGC meeting.	Edmon CHUNG	Completed. Refer to Discussion Item 4.
G2021.12.A01	Circulate the draft edits to BGC:001 regarding Observer to BGC for further consideration at Jan 2022 BGC meeting.	Edmon CHUNG	
G2021.12.A02	Table the endorsed final draft of Notice of Board Elections 2022 to the Board at Dec Board meeting for adoption.	Edmon CHUNG	Completed.
G2021.12.A03	Report the updates on appointment of third-party scrutineer and Elections Compliance Administrator to the Board at Dec Board meeting.	Edmon CHUNG	To be completed in Dec 2021 Board Meeting.

No.	Action Items:	Owner	Remarks
G2021.12.A04	Circulate draft DotAsia AA to BGC by early Jan 2022 for further discussion at Jan 2022 BGC meeting.	Edmon CHUNG	

Discussions:

1. Roll Call

- 1.1. Mr. Satish BABU chaired the BGC meeting as Chair of BGC on Dec 20, 2021.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

2. Adoption of Minutes of Last BGC Meeting on Nov 17, 2021

- 2.1. Draft 1 of BGC meeting minutes 2021.11.17 and action items were discussed.
- 2.2. BGC meeting minutes 2021.11.17 unanimously approved.

3. Consideration of Special Advisory

- 3.1. Based on the discussion at the Nov Board meeting, revised Special Advisory was presented and briefed to BGC for discussion.
- 3.2. It was highlighted that the wordings were revised to be more general without listing specific countries.
- 3.3. It was highlighted that the revised draft was reviewed and accepted by legal counsel.
- 3.4. It is planned to further discuss the Advisory at BGC if more comments were received. Otherwise, it is planned to circulate this revised Special Advisory to the Board for adoption, then post the adopted Special Advisory on DotAsia website and announce to DotAsia Members via email.
- 3.5. Question was raised on whether the strained relationship between China and Australia affects DotAsia as a company in Hong Kong.
 - 3.5.1. It was explained that there should be no immediate implications to DotAsia since Hong Kong is still regarded as a separated jurisdiction in terms of this type of issues or the time being.
 - 3.5.2. It was further explained that DotAsia may need to seek further legal advice on the issue someday if it eventually becomes an issue for Hong Kong. The received advice and the drafted Special Advisory focuses on UN and US sanctioned countries.
 - 3.5.3. It was further commented that DotAsia could refer to the article from Ripe Labs for more details on the sanction issues and its effect to the RIPE NCC.

4. BGC-004: Board Elections Procedures (Consideration of Observer Member)

- 4.1. Proposed edit to BEP 2022 regarding the observer status for elected candidate whose nationality is from a sanctioned country was presented and briefed to BGC for consideration. It was highlighted that the elected candidate will serve as an Observer who are invited to participate, but will not be listed in the Companies Registry and other official documents, and for banking purposes.
- 4.2. Concepts for formalizing Observer Member was presented and briefed to BGC for discussion. It was explained that some of the concepts of Observer Member was drafted based on discussions with Alireza.
- 4.3. There was discussion on the proposal of initiating special ad hoc Board Committee(s) of which Observer(s) could be a full member of and for such committee(s) when formed, to make recommendations to the Board, and the concept of Honorary Chair.
 - 4.3.1. It was explained that the voting right of an Observer Member would not be the same with Board Director in accordance to the Companies Registry in the Companies Ordinance. However, according to legal counsel, the specific inclination to particular issues from Board Committee Members could be properly recorded.
 - 4.3.2. It discussed and agreed that the DotAsia Board operates generally by consensus and rarely have need for explicit votes, and that should any contentious issue arise, it should be resolved by further discussion and consideration on the matter rather than engaged in contentious voting.
 - 4.3.3. A concern was raised that the concept of special Board Committees might be seen as granting some special rights to Observer Member(s).
 - 4.3.4. It was suggested to keep the concept of Honorary Chair generic, and not make it specific to Observer Member(s).
 - 4.3.5. It was discussed and agreed to add to the BGC-001: DotAsia Board Governance Framework that the Board can decide to specifically ask for any members, including observers, their view on the matter so that it could be recorded, and strive towards consensus.
 - 4.3.6. Draft edits to BGC-001 based on the discussions to be circulated to BGC for further consideration at the Jan 2022 BGC meeting. (G2021.12.A01)

5. Seating of Elections Chair and Elections Committee for Board Elections 2022

- 5.1. The final draft of Notice of Board Elections 2022 was presented and briefed to BGC.
- 5.2. It was highlighted that the names of Elections Committee member and the emails for Board Elections were updated.
- 5.3. It was reported that the members of Elections Committee are the same as Board Elections 2021 with a rotation of Elections Chair, and that the seating of the Elections Committee will be confirmed at the Dec Board meeting on Dec 22, 2021.
- 5.4. It was discussed and agreed to endorse the final draft of Notice of Board Elections 2022, and table it for full Board consideration at Dec Board meeting for adoption. (G2021.12.A02)

- 5.5. It was reported that DotAsia team is working on completing the agreement with Abacus CPA as the third-party scrutineer and that Janne VILLAREAL, an individual risk and compliance specialist, was recruited as Elections Compliance Administrator to handle administrative works and report to the Elections Committee during the Board Elections 2022. Both of which will be reported to the Board at the Dec Board. (G2021.12.A03)

6. Update of DotAsia Articles of Association (AA)

- 6.1. The first draft of DotAsia AA prepared by legal counsel was presented and briefed to BGC.
- 6.2. It was reported that DotAsia is working with legal counsel on another version to make it clearer in highlighting the updated sections.
- 6.3. It is targeted to table the final version at the AGM 2022 for Members Resolution. If it cannot be resolved at the AGM, DotAsia may call for an EGM to resolve the matter later.
- 6.4. It is planned to circulate draft DotAsia AA to BGC by early Jan 2022 for further discussion at the Jan BGC meeting. (G2021.12.A04)